

## 6.6 Provision of Price Improvement by a Dark Order

- (1) If a Participant or Access Person enters an order on a marketplace for the purchase or sale of a security that order may execute with a Dark Order provided the order entered by the Participant or Access Person is executed:
  - (a) at a better price;
  - (b) in the case of a purchase, at the best ask price if:
    - (i) the order on entry to the marketplace is for more than 50 standard trading units or has a value of more than \$100,000, and
    - (ii) on the execution of the trade with the Dark Order, no orders for the sale of the security included in the calculation of the best ask price are displayed on that marketplace at that best ask price; or
  - (c) in the case of a sale, at the best bid price if:
    - (i) the order on entry to the marketplace is for more than 50 standard trading units or has a value of more than \$100,000, and
    - (ii) on the execution of the trade with the Dark Order, no orders for the purchase of the security included in the calculation of the best bid price are displayed on that marketplace at that best bid price.
- (2) Subsection (1) does not apply if the order entered by the Participant or Access Person is:
  - (a) a Basis Order;
  - (b) a Call Market Order;
  - (c) a Closing Price Order;
  - (d) a Market-on-Close Order;
  - (e) an Opening Order;
  - (f) a Volume-Weighted Average Price Order; or
  - (g) for less than one standard trading unit.

|                            |   |
|----------------------------|---|
| <b>Defined Terms:</b>      | <p>NI 21-101 section 1.1 – “order”</p> <p>NI 21-101 section 1.4 – Interpretation -- “security”</p> <p>UMIR section 1.1 – “Access Person”, “Basis Order”, “best ask price”, “best bid price”, “better price”, “Call Market Order”, “Closing Price Order”, “Dark Order”, “Market-on-Close Order”, “Market Regulator”, “marketplace”, “Opening Order”, “Participant”, “standard trading unit” and “Volume-Weighted Average Price Order”</p> <p>UMIR section 1.2(2) – “trade”</p> |
| <b>Regulatory History:</b> | <p>On April 13, 2012, the applicable securities commissions approved an amendment, effective October 15, 2012, to add section 6.6.</p> <p>Effective July 30, 2015, the applicable securities commission approved an amendment to subsection 6.6(2). See IIROC Notice <a href="#">15-0168</a> – “<b>Dark Order Price Improvement Obligations When Trading Against an Odd-Lot Order</b>” (July 30, 2015).</p>   |
| <b>Guidance:</b>           | <p>See IIROC Notice <a href="#">12-0295</a> – “<b>Specific Questions Related To Dark Liquidity Rule Amendments</b>” (October 9, 2012).</p>  |